

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653
et al., :
:
Debtors. : Jointly Administered
- - - - - x
LG ELECTRONICS USA, INC., :
UNITED STATES DEBT :
RECOVERY, LLC, PNY :
TECHNOLOGIES, INC., SAMSUNG :
ELECTRONICS AMERICA, INC. :
:
Appellants, :
:
v. :
:
CIRCUIT CITY STORES, INC., :
et al., :
:
Appellees. :
- - - - - x

**STIPULATION AND ORDER STAYING APPEALS AND EXTENDING DEADLINES
UNDER BANKRUPTCY RULES 8001 THROUGH 8007 AND 8009 WITH RESPECT
TO THE NOTICES OF APPEAL AND THE MOTIONS FOR LEAVE TO APPEAL
FILED BY LG ELECTRONICS USA, INC., UNITED STATES DEBT
RECOVERY, LLC, PNY TECHNOLOGIES, INC., AND SAMSUNG ELECTRONICS
AMERICA, INC.**

This stipulation (this "Stipulation") is entered into by and among the above-captioned debtors and debtors in possession (the "Debtors") and LG Electronics USA ("LG"), Inc., United States Debt Recovery, LLC ("USDR"), PNY Technologies, Inc. ("PNY"), and Samsung Electronics America, Inc. ("Samsung") (each an "Appellant", collectively, the "Appellants", and, collectively with the Debtors, the "Parties").

WHEREAS, on January 6, 2010, the United States Bankruptcy Court of the Eastern District of Virginia entered the Memorandum Opinion and Order on Debtors' Fifty-First and Fifty-Second Omnibus Objections (together, the "Memorandum Opinion and Order");

WHEREAS, on January 13, 2010, Apex Digital, Inc. and THQ, Inc. filed their Motion For Reconsideration Of Court's Order On Debtors' Fifty-First And Fifty-Second Omnibus Objections (the "Reconsideration Motion");

WHEREAS, to date, the United States Bankruptcy Court for the Eastern District of Virginia has not disposed of the Reconsideration Motion;

WHEREAS, on January 19, 2010, LG, filed its Notice of Appeal (the "LG Notice of Appeal") and, contemporaneously therewith, filed a Motion for Leave to Appeal (the "LG Motion for Leave") the Memorandum Opinion and Order (the "LG Appeal");

WHEREAS, on January 20, 2010, USDR, filed its Notice of Appeal (the "USDR Notice of Appeal") and, contemporaneously therewith, filed a Motion for Leave to Appeal (the "USDR Motion for Leave") the Memorandum Opinion and Order (the "USDR Appeal");

WHEREAS, on January 20, 2010, PNY, filed its Notice of Appeal (the "PNY Notice of Appeal") and, contemporaneously therewith, filed a Motion for Leave to Appeal (the "PNY Motion for Leave") the Memorandum Opinion and Order (the "PNY Appeal");

WHEREAS, on January 20, 2010, Samsung filed its Notice of Appeal (the "Samsung Notice of Appeal" and, collectively with the LG Notice of Appeal, the USDR Notice of Appeal, and the PNY Notice of Appeal, the "Notices of Appeal") and, contemporaneously therewith, filed a Motion

for Leave to Appeal (the "Samsung Motion for Leave" and, collectively with the LG Motion for Leave, the USDR Motion for Leave, and the PNY Motion for Leave, the "Motions for Leave") the Memorandum Opinion and Order (the "Samsung Appeal" and, collectively with the LG Appeal, the USDR Appeal, and the PNY Appeal, the "Appeals");

WHEREAS, the Appellants and the Debtors, by and through their undersigned counsel, have reached an agreement concerning certain preliminary matters related to the Appeals and the Motions for Leave.

NOW, THEREFORE, for good and valuable consideration the receipt of which is hereby acknowledged, the Parties hereby STIPULATE AND AGREE as follows:

1. Consistent with Bankruptcy Rule 8002(b), the Appeals and all associated deadlines are stayed effective January 21, 2010, pending disposition by the Bankruptcy Court of the Reconsideration Motion; provided, further, that, for the avoidance of doubt and without limiting the generality of the foregoing, any deadline to request certification for direct appeal to the Court of Appeals is stayed pending disposition of the Reconsideration Motion.

2. Subject to paragraph 4 below, (1) the Debtors' deadline to answer the Motions for Leave under

Bankruptcy Rule 8003(a) is hereby extended through and including the date that is fourteen (14) days after entry of an order disposing of the Motion for Reconsideration (the "Answer Deadline") and (2) the Appellants' deadline to file designations of the record under Bankruptcy Rule 8006 is hereby extended through and including the date that is fourteen (14) days after filing the notice of appeal as provided by Rule 8001(a), entry of an order granting leave to appeal, or entry of order disposing of the last timely motion outstanding of a type specified in Rule 8002(b), whichever is later.

3. For the avoidance of doubt nothing herein shall constitute or be deemed to be the Debtors' consent to the Appeals or the Motions for Leave.

4. To the extent any Party is required to or does file an amended notice of appeal or motion for leave to appeal an interlocutory order following disposition of the Motion for Reconsideration, all deadlines associated therewith shall be calculated in accordance with the applicable Bankruptcy Rules, including (without limitation) Bankruptcy Rule 8002(b).

5. All of the Debtors' and the Appellants' rights with respect to the Appeals and the Motions for Leave are not waived and are expressly reserved.

[SIGNATURE PAGES FOLLOW]

Dated: February 3, 2010

STIPULATED AND AGREED TO BY:

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM LLP

Chris L. Dickerson, Esq.
155 N. Wacker Drive, Suite 2700
Chicago, Illinois 60606-2700
(312) 407-0700

- and -

MCGUIREWOODS LLP

/s/ Douglas M. Foley.
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel for Debtors and Debtors in
Possession

WILEY REIN LLP

/s/ Dylan G. Trache
H. Jason Gold, Esq. (VSB No. 19117)
Valerie P. Morrison, Esq.
Dylan G. Trache, Esq. (VSB
No. 45939)
7925 Jones Branch Drive
Suite 6200
McLean, Virginia 22102
(703) 905-2800

Counsel for LG Electronics USA,
Inc.

SPOTTS FAIN PC

/s/ Neil E. McCullagh
Neil E. McCullagh, Esquire (VSB No.
39027)
411 East Franklin Street, Suite 600
Richmond, Virginia 23219
(804) 697-2000
(804) 697.2100]

- and -

Nathan E. Jones, Esq.
P.O. Box 5241
Incline Village, Nevada 89450
(775) 832-5250

Counsel to United States Debt
Recovery LLC

SPOTTS FAIN PC

/s/ Neil E. McCullagh

Robert H. Chappell, III, Esq. (VSB No. 31698)

Neil E. McCullagh, Esquire (VSB No. 39027)

Jennifer J. West, Esquire (VSB No. 47522)

Erin E. Kessel, Esquire (VSB No. 65360)

411 East Franklin Street, Suite 600
Richmond, Virginia 23219
(804) 697-2000

- and -

McCARTER & ENGLISH, LLP
Four Gateway Center
100 Mulberry Street
Newark, New Jersey 07102
(973) 622-4444

Counsel for PNY Technologies, Inc.

AKERMAN SENTERFITT LLP

/s/ Mona M. Murphy

Mona M. Murphy, Esq. (VSB No. 21589)

Stanley M. Salus, Esq. (VSB No. 00464)

Michael Goldberg, Esq. (pro hac vice)

Joanne Gelfand, Esq. (pro hac vice)
8100 Boone Boulevard, Suite 700
Vienna, Virginia 22182-2642
(703) 790-8750

Counsel to Samsung Electronics America, Inc.

[ORDER FOLLOWS]

ORDER

Upon consideration of the attached Stipulation Staying Appeals and Extending Deadlines under Bankruptcy Rules 8001 through 8007 and 8009 with respect to the Notices of Appeal and the Motions for Leave to Appeal Filed by LG Electronics USA, Inc., United States Debt Recovery, LLC, PNY Technologies, Inc., And Samsung Electronics America, Inc. (the "Stipulation"),¹ it is hereby

ORDERED, that the Stipulation is APPROVED in all respects; and it is further

ORDERED, that the Appeals are stayed pending the disposition of the Reconsideration Motion; and it is further

ORDERED, that the Clerk shall refrain from issuing any docket entries or papers setting any deadlines with respect to the Appeals, including (without limitation) the Appellant designations, until after the disposition of the Reconsideration Motion; and it is further

ORDERED, that the Clerk shall strike all prior docket entries indicating a date for Appellant Designation, and it is further

¹ All capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Stipulation.

ORDERED, that, notwithstanding Bankruptcy Rule 8003(b), the Clerk of this Court shall not transmit the Notices of Appeal, the Motions for Leave, or any other documents related to the Appeal, including (without limitation) any answer to the Motions for Leave filed by the Debtors, to the District Court for the Eastern District of Virginia or any other court until after the expiration of the Answer Deadline.

Dated: Richmond, Virginia

_____, 2010

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE